
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Global New Material International Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GLOBAL NEW MATERIAL INTERNATIONAL HOLDINGS LIMITED
环球新材国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06616)

**DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF THE RETIRING DIRECTORS,
SHARE BUY-BACK MANDATE AND SHARE ISSUE MANDATE,
APPOINTMENT OF AN EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Global New Material International Holdings Limited to be held at Meeting Room, 6th Floor, Guangxi Chesir Pearl Material Co., Ltd., Pearlescent Industrial Park, No. 380, Feilu Road, Luzhai Town, Luzhai County, Liuzhou City, Guangxi, China on Friday, 24 June 2022 at 10:00 a.m. is set forth in Appendix III to this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting, i.e. not later than 10:00 a.m. on Wednesday, 22 June 2022, or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chesir.net).

References to time and dates in this circular are to Hong Kong time and dates.

28 April 2022

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room, 6th Floor, Guangxi Chesir Pearl Material Co., Ltd., Pearlescent Industrial Park, No. 380, Feilu Road, Luzhai Town, Luzhai County, Liuzhou City, Guangxi, China on Friday, 24 June 2022 at 10:00 a.m., or any adjournment thereof;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Business Day”	any day (excluding Saturdays, Sundays, public holidays and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks generally are open for general banking business in Hong Kong;
“BVI”	the British Virgin Islands;
“Company”	Global New Material International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 06616);
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and include Mr. SU Ertian, Ertian International, Seven Color Pearl Investment, Liuzhou Qise LP, Liuzhou Lianrun LP, Liuzhou Colorful LP, Mr. ZHENG Shizhan, Mr. JIN Zengqin, Hongzun Investment and Hongzun International;
“Director(s)”	the director(s) of the Company;
“Ertian International”	Ertian International Investment Limited (爾田國際投資有限公司), a company incorporated in the BVI with limited liability on 27 October 2020 and wholly-owned by Mr. SU Ertian, which is one of the Controlling Shareholders;
“Final Dividend”	the proposed final dividend of 3.5 HK cents per Share in cash for the year ended 31 December 2021 payable to the Shareholders whose names appear on the Register of Members on the Record Date;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Hongzun International”	Hongzun Int Investment Group Ltd. (鴻尊國際投資集團有限公司), a company incorporated in the BVI with limited liability on 27 October 2020 and a wholly-owned subsidiary of Hongzun Investment, which is one of the Controlling Shareholders;
“Hongzun Investment”	Guangxi Hongzun Investment Group Co., Ltd (廣西鴻尊投資集團有限公司), a company established in the PRC with limited liability on 18 August 2010 and owned as to 51.0% and 49.0% by Mr. SU Ertian and Mr. ZHENG Shizhan, respectively, which is one of the Controlling Shareholders;
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Date”	16 July 2021, the date on which the Shares were listed on the Stock Exchange;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended from time to time;
“Liuzhou Colorful LP”	Liuzhou Colorful Enterprise Management Partnership Enterprise (Limited Partnership) (柳州七彩企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on 3 November 2020 with Mr. SU Ertian as the general partner, which is one of the Controlling Shareholders;
“Liuzhou Lianrun LP”	Liuzhou Lianrun Enterprise Management Partnership Enterprise (Limited Partnership) (柳州連潤企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on 3 November 2020 with Mr. SU Ertian as the general partner, which is one of the Controlling Shareholders;
“Liuzhou Qise LP”	Liuzhou Qise Enterprise Management Partnership Enterprise (Limited Partnership) (柳州七色企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on 3 November 2020 with Mr. SU Ertian as the general partner, which is one of the Controlling Shareholders;
“Memorandum”	the memorandum of association of the Company;

DEFINITIONS

“Notice”	the notice date 28 April 2022 convening the Annual General Meeting as set forth in Appendix III to this circular;
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, The Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Record Date”	Monday, 4 July 2022;
“Register of Members”	the register of members of the Company;
“Seven Color Pearl Investment”	Seven Color Pearl Investment Limited (七色珠光投資有限公司), a company incorporated in the BVI with limited liability on 27 October 2020 and wholly-owned by Mr. SU Erian, which is one of the Controlling Shareholders;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company;
“Share Buy-back Mandate”	the general mandate proposed to be granted to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the total number of the Shares in issue as of the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting;
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of the Shares in issue as of the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time; and
“%”	per cent.

EXPECTED TIMETABLE

Despatch of this circular and the Notice Thursday, 28 April 2022

Latest time for lodging transfer forms of Shares to
qualify for entitlements to attend and vote at the
Annual General Meeting 4:30 p.m. on Monday, 20 June 2022

Closure of Register of Members for purpose of Annual
General Meeting (both days inclusive) from Tuesday, 21 June 2022 to
Friday, 24 June 2022

Latest time for lodging forms of proxy for the Annual
General Meeting (in any event not less than 48 hours
before the time appointed for holding the Annual
General Meeting or any adjournment thereof) before 10:00 a.m. on
Wednesday, 22 June 2022

Date and time of the Annual General Meeting 10:00 a.m. on
Friday, 24 June 2022

Last day of trading in Shares cum entitlements to the
Final Dividend Monday, 27 June 2022

Latest time for lodging transfer forms of Shares to
qualify for entitlements to the Final Dividend 4:30 p.m. on
Wednesday, 29 June 2022

Closure of Register of Members for purpose of Final
Dividend (both days inclusive) from Thursday, 30 June 2022 to
Monday, 4 July 2022

Record Date Monday, 4 July 2022

Despatch of cheques for the Final Dividend on or about Monday, 18 July 2022

Notes:

1. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or “extreme conditions” caused by super typhoons:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon, the latest time for lodging transfer documents will remain at 4:30 p.m. on the same Business Day;
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m., the latest time for lodging transfer documents will be rescheduled to 4:30 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.
2. All dates and time set forth in this circular refer to Hong Kong dates and time.
3. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.

LETTER FROM THE BOARD



GLOBAL NEW MATERIAL INTERNATIONAL HOLDINGS LIMITED
环球新材国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06616)

Executive Directors:

Mr. SU Ertian (*Chairman and Chief Executive Officer*)

Mr. ZHENG Shizhan

Mr. JIN Zengqin

Mr. ZHOU Fangchao

Registered office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Mr. HU Yongxiang

Principal place of business in the PRC:

Pearlescent Industrial Park

No. 380, Feilu Road

Luzhai Town, Luzhai County

Liuzhou City

Guangxi Zhuang Autonomous Region

PRC

Independent Non-executive Directors:

Mr. MAK Hing Keung, Thomas

Professor HAN Gaorong

Mr. LEUNG Kwai Wah Alex

Principal place of business in

Hong Kong:

Unit A, 10th Floor, Neich Tower

128 Gloucester Road, Wanchai

Hong Kong

28 April 2022

To the Shareholders

Dear Sir/Madam,

**DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF THE RETIRING DIRECTORS,
SHARE BUY-BACK MANDATE AND SHARE ISSUE MANDATE,
APPOINTMENT OF AN EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you information on the following resolutions proposed to be tabled at the Annual General Meeting, so as to enable you to make an informed decision on the resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

The resolutions include (i) the declaration of the Final Dividend, (ii) the grant of the Share Buy-back Mandate, (iii) the grant of the Share Issue Mandate, (iv) the extension of the Share Issue Mandate, (v) the re-election of the retiring Directors and (vi) the appointment of an executive Director. Information on the retiring Directors is also included in this circular.

2. DECLARATION OF THE FINAL DIVIDEND

The Directors proposed the declaration of the Final Dividend of 3.5 HK cents per Share for the year ended 31 December 2021, payable to the Shareholders whose names appear on the Register of Members on the Record Date.

3. GRANT OF THE SHARE BUY-BACK MANDATE

Pursuant to the written resolutions approved by the Shareholders on 2 June 2021, which is prior to the Listing Date, a general unconditional mandate was given to the Directors to buy-back Shares. Such mandate, to the extent not renewed, revoked or varied by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to buy-back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as of the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting, i.e. a total of 119,176,358 Shares on the basis that no further Shares are issued or bought-back before the Annual General Meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set forth in Appendix I to this circular.

4. GRANT OF THE SHARE ISSUE MANDATE

Pursuant to the written resolutions approved by the Shareholders on 2 June 2021, which is prior to the Listing Date, a general unconditional mandate was given to the Directors to allot, issue and deal with the Shares. Such mandate, to the extent not renewed, revoked or varied by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as of the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting, i.e. a total of 238,352,717 Shares on the basis that no further Shares are issued or bought back before the Annual General Meeting. An ordinary resolution to extend the Share Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

Subject to the passing of the aforesaid ordinary resolutions of the Share Buy-back Mandate and the Share Issue Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under the Share Buy-back Mandate, if granted.

5. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. SU Ertian, Mr. ZHENG Shizhan and Mr. JIN Zengqin shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Information on the retiring Directors proposed for re-election at the Annual General Meeting are set forth in Appendix II to this circular.

6. APPOINTMENT OF AN EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the Annual General Meeting for the Shareholders to consider and approve the appointment of Ms. ZENG Zhu (“**Ms. ZENG**”) as an executive Director with effect from the conclusion of the Annual General Meeting. The biographical information of Ms. ZENG and further information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules is set forth below:

Ms. ZENG Zhu, aged 31, has joined Chesir Pearl Material Co., Ltd. (廣西七色珠光材料股份有限公司) (“**Chesir Pearl**”) since her graduation from The Guangxi University (廣西大學) in 2014 with a bachelor’s degree in chemical engineering and technology. Initially working for Chesir Pearl as an inspector of incoming raw materials, Ms. ZENG has been gradually promoted over the years to the positions of quality check team leader and quality check supervisor in 2016 and 2019, respectively. In September 2021, Ms. ZENG has been promoted as the Chief Quality Officer of the Group and is responsible for the management of the quality control function of the Group.

Ms. ZENG will enter into a service contract with the Company commencing from the date of approval by the Shareholders at the Annual General Meeting to 31 December 2024. The Company and Ms. ZENG will be entitled to terminate the appointment at any time by giving the other party three months’ notice in writing. Ms. ZENG will be entitled to an annual remuneration of RMB200,000 which is determined by the remuneration committee of the Board. Ms. ZENG’s remuneration is subject to review from time to time.

As of the Latest Practicable Date, save as disclosed above,

- (1) Ms. ZENG does not hold any position with the Company or any other subsidiaries of the Company;

LETTER FROM THE BOARD

- (2) Ms. ZENG does not have any other relationship with any Director, senior management or substantial shareholder (as defined in the Listing Rules) or Controlling Shareholders of the Company;
- (3) Ms. ZENG does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO;
- (4) Ms. ZENG does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and
- (5) there is no other information relating to the appointment of Ms. ZENG that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or need to be brought to the attention of the Shareholders and the Stock Exchange.

7. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set forth in Appendix III to this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the declaration of the Final Dividend, the re-election of the retiring Directors, the appointment of an executive Director, the grant of the Share Buy-back mandate, the grant of the Share Issue Mandate and the extension of the Share Issue Mandate. The Annual General Meeting will be held at Meeting Room, 6th Floor, Guangxi Chesir Pearl Material Co., Ltd., Pearlescent Industrial Park, No. 380, Feilu Road, Luzhai Town, Luzhai County, Liuzhou City, Guangxi, China on Friday, 24 June 2022 at 10:00 a.m.

8. PROXY ARRANGEMENT

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chesir.net). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 22 June 2022) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

9. CLOSURE OF THE REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.

LETTER FROM THE BOARD

The Register of Members will be closed from Thursday, 30 June 2022 to Monday, 4 July 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to determine the entitlement to receive the proposed Final Dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29 June 2022.

10. VOTING BY WAY OF POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, poll voting for all proposed resolutions of the Company will be proceeded with at the Annual General Meeting.

The poll results will be published on the Stock Exchange's website and the Company's website after the conclusion of the Annual General Meeting.

11. RECOMMENDATION

The Directors consider that the declaration of the Final Dividend, re-election of the retiring Directors, appointment of an executive Director and granting of the Share Buy-back Mandate and the Share Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

12. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Global New Material International Holdings Limited
SU Ertian
Chairman and Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As of the Latest Practicable Date, the issued share capital of the Company comprised 1,191,763,586 Shares.

Subject to the passing of the ordinary resolution set forth in item 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, i.e. being 1,191,763,586 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 119,176,358 Shares, representing 10% of the total number of Shares in issue as of the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
July (<i>from the Listing Date</i>)	4.60	3.20
August	7.18	4.05
September	6.59	5.30
October	6.70	4.60
November	8.39	5.68
December	11.50	7.06
2022		
January	11.36	4.85
February	6.26	4.89
March	5.82	3.80
April (<i>up to the Latest Practicable Date</i>)	4.69	3.95

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, Mr. SU, the Chairman of the Board, was deemed to be interested in 426,210,948 Shares, representing approximately 35.76% of the total issued share capital of the Company.

On the basis that (i) the total issued share capital of the Company (being 1,191,763,586 Shares) remains unchanged as of the date of the Annual General Meeting, and (ii) the shareholding interest of Mr. SU in the Company (being 426,210,948 Shares) remains unchanged immediately after the full exercise of the Share Buy-back Mandate, in the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Mr. SU would be increased to approximately 39.74% of the total issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. SU Ertian (苏尔田先生)

Position and experience

Mr. SU Ertian (“Mr. SU”), aged 56, is the founder, an executive Director, Chairman, Chief Executive Officer and one of the controlling shareholders of the Company. Mr. SU is also the general manager of Chesir Pearl. Mr. SU has been the Chairman of Chesir Pearl since its establishment on 29 March 2011. Mr. SU was appointed as a Director on 8 June 2018 and was redesignated as an executive Director on 22 December 2020. Mr. SU is primarily responsible for determining the Company’s business strategies and overseeing the implementation thereof. Prior to establishing Chesir Pearl, Mr. SU was working in a number of mining and trading companies in the PRC.

Mr. SU was the Chairman of the 3rd Liuzhou Wenzhou Chamber of Commerce (第三屆柳州市溫州商會), Honorary Chairman of the 4th Liuzhou Wenzhou Chamber of Commerce (第四屆柳州市溫州商會), a representative of the 13th and 14th People’s Congress of Liuzhou City (柳州市第十三、第十四屆人民代表大會), the vice chairman of the 13th and 14th Commerce of Liuzhou Federation of Industry and Commerce (第十三、第十四屆柳州市工商業聯合會) and a committee member of the 12th General Chamber of Commerce of the Guangxi Zhuang’s Autonomous Region Federation of Industry and Commerce (第十二屆廣西壯族自治區工商業聯合會總商會).

Mr. SU obtained an Executive Master of Business Administration (EMBA) degree from Guangxi University (廣西大學), the PRC in December 2012 by way of part-time studies. Mr. SU was an adjunct professor at Hubei University of Technology (湖北工業大學), the PRC during September 2017 to September 2020.

Length of service

Mr. SU has entered into a service contract with the Company for a term of three years commencing on 2 June 2021 and is subject to termination by either party by giving not less than three months’ prior notice in writing. As a Director of the Company, Mr. SU is subject to retirement by rotation and re-election at the Company’s annual general meetings and his office can be vacated in accordance with the Articles of Association.

Relationships

As far as the Board is aware, Mr. SU does not have any relationship with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As of the Latest Practicable Date, Mr. SU was interested or deemed to be interested in the following Shares or underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO as set forth below:

Nature of interest ⁽³⁾	Relevant company ⁽²⁾	Number of Shares or underlying Shares held	Approximate percentage of shareholding ⁽¹⁾
Interest in controlled corporation (L)	Guangxi Hongzun Investment Group Co., Ltd.	298,546,800	25.05%
	Ertian International Investment Limited	44,958,828	3.78%
	Seven Color Pearl Investment Limited	27,041,172	2.27%
	Liuzhou Lianrun Enterprise Management Partnership Enterprise (Limited Partnership)	1,368,000	0.11%
	Liuzhou Qise Enterprise Management Partnership Enterprise (Limited Partnership)	27,307,200	2.29%
	Liuzhou Colorful Enterprise Management Partnership Enterprise (Limited Partnership)	26,988,948	2.26%

Notes:

- (1) The calculation is based on the total number of Shares in issue as of the Latest Practicable Date.
- (2) Guangxi Hongzun Investment Group Co., Ltd. (“**Hongzun Investment**”) is owned as to 51.0% and 49.0% by Mr. SU and Mr. ZHENG, respectively. Therefore, Mr. SU and Mr. ZHENG is deemed to be interested in all the Shares held by Hongzun Investment for the purpose of the SFO. Mr. SU and Mr. ZHENG are also chairman and vice chairman of Hongzun Investment, respectively.

Ertian International Investment Limited (“**Ertian International**”) is wholly-owned by Mr. SU. Therefore, Mr. SU is deemed to be interested in all the Shares held by Ertian International for the purpose of the SFO. Mr. SU is the sole director of Ertian International.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Seven Color Pearl Investment Limited (“**Seven Color Pearl Investment**”) is wholly-owned by Mr. SU. Therefore, Mr. SU is deemed to be interested in all the Shares held by Seven Color Pearl Investment for the purpose of the SFO. Mr. SU is the sole director of Seven Color Pearl Investment.

The general partner of Liuzhou Lianrun Enterprise Management Partnership Enterprise (Limited Partnership) (“**Liuzhou Lianrun LP**”) is Mr. SU who owns 11,000 shares of Liuzhou Lianrun LP. The original 24 individual equity holders of Chesir Pearl, who are limited partners and independent third parties, own 217,000 shares of Liuzhou Lianrun LP. Therefore, Mr. SU is deemed to be interested in all the Shares held by Liuzhou Lianrun LP for the purpose of the SFO. For the avoidance of doubt, there is no individual limited partner contributed more than one-third of the capital contribution of Liuzhou Lianrun LP.

The general partner of Liuzhou Qise Enterprise Management Partnership Enterprise (Limited Partnership) (“**Liuzhou Qise LP**”) is Mr. SU who owns 10,000 shares of Liuzhou Qise LP. Mr. JIN, being one of the limited partners, owns 1,565,200 shares of Liuzhou Qise LP and the original 18 individual equity holders of Chesir Pearl, who are limited partners and independent third parties, own 2,976,000 shares of Liuzhou Qise LP. Therefore, Mr. SU and Mr. JIN are deemed to be interested in all the Shares held by Liuzhou Qise LP for the purpose of the SFO. For the avoidance of doubt, there is no individual limited partner (except Mr. JIN) contributed more than one-third of the capital contribution of Liuzhou Qise LP.

The general partner of Liuzhou Colorful Enterprise Management Partnership Enterprise (Limited Partnership) (“**Liuzhou Colorful LP**”) is Mr. SU who owns 10,000 shares of Liuzhou Colorful LP. Mr. JIN, being one of the limited partners, owns 1,500,000 shares of Liuzhou Colorful LP and the original 18 individual equity holders of Chesir Pearl, who are limited partners and independent third parties, own 2,988,158 shares of Liuzhou Colorful LP. Therefore, Mr. SU and Mr. JIN are deemed to be interested in all the Shares held by of Liuzhou Colorful LP for the purpose of the SFO. For the avoidance of doubt, there is no individual limited partner (except Mr. JIN) contributed more than one-third of the capital contribution of Liuzhou Colorful LP.

- (3) The letter “L” denotes long position.

Save as disclosed above, Mr. SU was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director’s emoluments

According to the service contract, Mr. SU is entitled to a fixed amount of compensation of HK\$900,000 per annum (including director’s fee) during the term of three years commencing on 2 June 2021 for all services to be rendered for the Company in the capacity as the Chairman of the Board and an executive Director of the Company. The remuneration of Mr. SU is determined in accordance with the performance appraisal system from time to time adopted by the Company. The remuneration of Mr. SU shall be subject to annual review by the Board (and the remuneration committee established thereunder) at the time when annual review for the remuneration of other senior executives is made by the Board and shall be subject to approval by the independent shareholders at the general meetings of the Company following the term of three years commencing on 2 June 2021.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information on Mr. SU that is required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. SU that need to be brought to the attention of the Shareholders.

(2) Mr. ZHENG Shizhan (郑世展先生)

Position and experience

Mr. ZHENG Shizhan (“**Mr. ZHENG**”), aged 56, is the founder, an executive Director and one of the controlling shareholders of the Company. Mr. ZHENG has been the Vice Chairman and a director of Chesir Pearl since March 2011. Mr. ZHENG was the general manager of Chesir Pearl during the period from March 2011 to August 2017. Mr. ZHENG is currently responsible for supervising and coordinating the social and the investors’ relationships of the Group. Prior to establishing Chesir Pearl, Mr. ZHENG was working in retail and trading businesses of glasses in the PRC.

Mr. ZHENG was the vice chairman of the 3rd Liuzhou Wenzhou Chamber of Commerce (第三屆柳州市溫州商會) and a member of the 11th Chinese People’s Political Consultative Conference National Committee of Liuzhou City (柳州市第十一屆政協委員).

Mr. ZHENG obtained a bachelor’s degree in computer information management from Guilin Institute of Electronic Technology (桂林電子工業學院) (currently known as Guilin University of Electronic Technology (桂林電子科技大學)), the PRC in December 2000 and an Executive Master of Business Administration (EMBA) degree from Guangxi University (廣西大學), the PRC in June 2018 by way of part-time studies.

Length of service

Mr. ZHENG has entered into a service contract with the Company for a term of three years commencing on 2 June 2021 and is subject to termination by either party by giving not less than three months’ prior notice in writing. As a Director of the Company, Mr. ZHENG is subject to retirement by rotation and re-election at the Company’s annual general meetings and his office can be vacated in accordance with the Articles of Association.

Relationships

As far as the Board is aware, Mr. ZHENG does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As of the Latest Practicable Date, Mr. ZHENG was interested or deemed to be interested in the following Shares or underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO as set forth below:

Nature of interest⁽³⁾	Relevant company⁽²⁾	Number of Shares or underlying Shares held	Approximate percentage of shareholding⁽¹⁾
Interest in controlled corporation (L)	Hongzun Investment	298,546,800	25.05%

Notes:

- (1) The calculation is based on the total number of Shares in issue as of the Latest Practicable Date.
- (2) Hongzun Investment is owned as to 51.0% and 49.0% by Mr. SU and Mr. ZHENG, respectively. Therefore, Mr. SU and Mr. ZHENG is deemed to be interested in all the Shares held by Hongzun Investment for the purpose of the SFO. Mr. SU and Mr. ZHENG are also chairman and vice chairman of Hongzun Investment, respectively.
- (3) The letter “L” denotes long position.

Save as disclosed above, Mr. ZHENG was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director’s emoluments

According to the service contract, Mr. ZHENG is entitled to a fixed amount of compensation of HK\$600,000 per annum (including director’s fee) during the term of three years commencing on 2 June 2021 for all services to be rendered for the Company in the capacity as an executive director of the Company. The remuneration of Mr. ZHENG is determined in accordance with the performance appraisal system from time to time adopted by the Company. The remuneration of Mr. ZHENG shall be subject to annual review by the Board (and the remuneration committee established thereunder) at the time when annual review for the remuneration of other senior executives is made by the Board and shall be subject to approval by the independent shareholders at the general meetings of the Company following the term of three years commencing on 2 June 2021.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information on Mr. ZHENG that is required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. ZHENG that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(3) Mr. JIN Zengqin (金增勤先生)

Position and experience

Mr. JIN Zengqin (“Mr. JIN”), aged 53, is an executive Director and one of the controlling Shareholders. Mr. JIN is also the Deputy General Manager of Chesir Pearl. Mr. JIN has been the executive director of Chesir Pearl as well as its Deputy General Manager since May 2011. Mr. JIN is primarily responsible for overseeing sales operations and the implementation of our business strategies and initiatives. Prior to joining the Group, Mr. JIN was working in a plastic manufacturing enterprise in the PRC for more than 15 years with his last position as the general manager.

Mr. JIN is a member of the 9th Chinese People’s Political Consultative Conference National Committee of Luzhai County (鹿寨縣第九屆政協委員) and the vice chairman of Luzhai County Federation of Industry and Commerce (鹿寨縣工商業聯合會).

Mr. JIN obtained a bachelor’s degree in economics from Hangzhou Institute of Commerce (杭州商學院), the PRC in July 1991, a bachelor’s degree in business management from Guangxi University (廣西大學), the PRC in June 1996, a bachelor’s degree in arts and design from Wuchang Institute of Technology (武昌理工學院), the PRC in December 2013 by way of part-time studies and an Executive Master of Business Administration (EMBA) degree from Guangxi University (廣西大學), the PRC in June 2020 by way of part-time studies.

Length of service

Mr. JIN has entered into a service contract with the Company for a term of three years commencing on 2 June 2021 and is subject to termination by either party by giving not less than three months’ prior notice in writing. As a Director of the Company, Mr. JIN is subject to retirement by rotation and re-election at the Company’s annual general meetings and his office can be vacated in accordance with the Articles of Association.

Relationships

As far as the Board is aware, Mr. JIN does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As of the Latest Practicable Date, Mr. JIN was interested or deemed to be interested in the following Shares or underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO as set forth below:

Nature of interest⁽³⁾	Relevant company⁽²⁾	Number of Shares or underlying Shares held	Approximate percentage of shareholding⁽¹⁾
Interest in controlled corporation (L)	Liuzhou Qise LP	27,307,200	2.29%
	Liuzhou Colorful LP	26,988,948	2.26%

Notes:

- (1) The calculation is based on the total number of Shares in issue as of the Latest Practicable Date.
- (2) The general partner of Liuzhou Qise LP is Mr. SU who owns 10,000 shares of Liuzhou Qise LP. Mr. JIN, being one of the limited partners, owns 1,565,200 shares of Liuzhou Qise LP and the original 18 individual equity holders of Chesir Pearl, who are limited partners and independent third parties, own 2,976,000 shares of Liuzhou Qise LP. Therefore, Mr. SU and Mr. JIN are deemed to be interested in all the Shares held by Liuzhou Qise LP for the purpose of the SFO. For the avoidance of doubt, there is no individual limited partner (except Mr. JIN) contributed more than one-third of the capital contribution of Liuzhou Qise LP.

The general partner of Liuzhou Colorful LP is Mr. SU who owns 10,000 shares of Liuzhou Colorful LP. Mr. JIN, being one of the limited partners, owns 1,500,000 shares of Liuzhou Colorful LP and the original 18 individual equity holders of Chesir Pearl, who are limited partners and independent third parties, own 2,988,158 shares of Liuzhou Colorful LP. Therefore, Mr. SU and Mr. JIN are deemed to be interested in all the Shares held by of Liuzhou Colorful LP for the purpose of the SFO. For the avoidance of doubt, there is no individual limited partner (except Mr. JIN) contributed more than one-third of the capital contribution of Liuzhou Colorful LP.

- (3) The letter “L” denotes long position.

Save as disclosed above, Mr. JIN was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Director's emoluments

According to the service contract, Mr. JIN is entitled to a fixed amount of compensation of HK\$600,000 per annum (including director's fee) during the term of three years commencing on 2 June 2021 for all services to be rendered for the Company in the capacity as an executive director of the Company. The remuneration of Mr. JIN is determined in accordance with the performance appraisal system from time to time adopted by the Company. The remuneration of Mr. JIN shall be subject to annual review by the Board (and the remuneration committee established thereunder) at the time when annual review for the remuneration of other senior executives is made by the Board and shall be subject to approval by the independent shareholders at the general meetings of the Company following the term of three years commencing on 2 June 2021.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information on Mr. JIN that is required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. JIN that need to be brought to the attention of the Shareholders.



GLOBAL NEW MATERIAL INTERNATIONAL HOLDINGS LIMITED
环球新材国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06616)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of Global New Material International Holdings Limited (the “**Company**”) will be held at Meeting Room, 6th Floor, Guangxi Chesir Pearl Material Co., Ltd., Pearlescent Industrial Park, No. 380, Feilu Road, Luzhai Town, Luzhai County, Liuzhou City, Guangxi, China on Friday, 24 June 2022 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2021.
2. To declare a final dividend of 3.5 HK cents per share for the year ended 31 December 2021.
3. To re-elect Mr. SU Ertian as an executive director of the Company.
4. To re-elect Mr. ZHENG Shizhan as an executive director of the Company.
5. To re-elect Mr. JIN Zengqin as an executive director of the Company.
6. To consider and approve the appointment of Ms. ZENG Zhu as an executive Director with effect from the conclusion of the Annual General Meeting.
7. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company.
8. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the Board to fix their remuneration.
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as of the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set forth in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as of the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set forth in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set forth in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set forth in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set forth in item 9 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as of the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By order of the Board

Global New Material International Holdings Limited
SU Ertian

Chairman and Chief Executive Officer

Hong Kong, 28 April 2022

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman the meeting may in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, 22 June 2022) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Thursday, 30 June 2022 to Monday, 4 July 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29 June 2022.
6. References to time and dates in this notice are to Hong Kong time and dates.

As of the date of this notice, the Board comprises Mr. SU Ertian (Chairman and Chief Executive Officer), Mr. ZHENG Shizhan, Mr. JIN Zengqin and Mr. ZHOU Fangchao as executive Directors, Mr. HU Yongxiang as non-executive Director and Mr. MAK Hing Keung, Thomas, Professor HAN Gaorong and Mr. LEUNG Kwai Wah Alex as independent non-executive Directors.